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ABSTRACT

The structure and functions of the college executive committee are discussed. This committee is pivotal to the effective functioning of the board and to the support of the chairperson and the chief executive in their leadership roles. The committee can act on its own provided it does not assume powers specifically reserved for the board. The committee's structure should be guided by four rules: the committee should have a membership of about one-third the size of the governing board; the committee should be composed of the board's officers and the standing committee chairpersons; the board chairperson should chair the executive committee; and the committee should not meet more often than the board does on an annual basis. The committee's agenda consists of: matters that cannot wait for a scheduled board meeting; matters referred to the committee by the board for study/resolution; issues generated by the committee itself; and routine or relatively inconsequential matters. Committee responsibilities are to: ensure that the board fulfills its responsibilities; serve as a sounding board for the chief executive officer and administration; help oversee the college planning process and progress toward goals; monitor the chief executive's performance and morale, health, and compensation; and act on behalf of the full board in emergencies. (SW)

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# Executive Committee

Richard T. Ingram

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AGB Standing Committee Series

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This publication is part of an AGB series devoted to strengthening the role of key standing committees of boards of trustees and regents. Several assumptions underpin the series:

- ☐ The real work of boards should be accomplished in committee. An effective committee system will enhance the productivity of full board meetings.
- ☐ The committee structure of any board should mirror the full range of its responsibilities as a legal, corporate entity. That is, the committee organization should cover the overseeing roles trustees are expected to fulfill.
- ☐ Although there is no optimum committee system, certain principles and procedural matters should prevail: A clear and comprehensive statement of responsibility for each standing committee should appear in the board's bylaws or other operating policy. Each committee should be staffed by an appropriate administrative officer with a trustee or regent as chairperson. No trustee should serve on more than two active committees, preferably only one—not including an executive committee membership. Crisp, well-conceived meeting agendas together with background information bearing on the agenda should be provided each member in advance of scheduled meetings. The committee's chairperson and staff should work together to ensure that adequate information is prepared to support the business at hand.
- ☐ Committees have the responsibility of *recommending* decisions and courses of action to the full board.

As committee members seek more and more useful information in their areas of responsibility, it is important that a balance be struck between "too much" and "too little." To avoid even

the appearance of becoming embroiled in administration, it is incumbent on the committee to be reasonable and judicious in requesting information that might be too detailed. Perhaps all such requests should require an affirmative response to the question: Does this request contribute to the committee's and the board's responsibilities for reviewing, setting, or approving institutional policies?

The AGB Standing Committee Series will eventually include a separate publication for each of the following committees: buildings and grounds, academic affairs, student affairs, budget and finance, development, nominating, and executive. Other committees will be added to the series in due course. The authors of these publications strive to stimulate committee members' resolve that their collective work will reflect favorably on the board's performance as a whole. They share the conviction that committees should, together with their chief executive, set aside time to reflect on their responsibilities, staff requirements, meeting agendas, and follow-up.

The intent of this new series is to provide informed perspectives from individuals who are knowledgeable about trusteeship and institutional governance. Their views are their own, however, and should not be construed to be official AGB positions, policies, or prescriptions.

AGB and the authors welcome comments and suggestions for improving this publication and the others in the series.

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# Executive Committee

***Richard T. Ingram***

Richard T. Ingram is executive vice president of the Association of Governing Boards of Universities and Colleges, where he has served on the staff since 1971.

Dr. Ingram has been active in higher education for almost two decades. He is a trustee of the University of Charleston (W. Va.), an advisory commissioner of the Educational Commission of the States, and a member of the advisory board of the Center for Mediation in Higher Education. He has been a teacher and lecturer with the University of Virginia, the University of Southern California, and the Washington International Center in the District of Columbia.

Among Dr. Ingram's most widely recognized publications is the *Handbook of College and University Trusteeship* (Jossey-Bass, 1980).

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## Executive Committee

*Above all, directors need the ability to perceive themselves as others perceive them. Such objectivity is vital if the boardroom is to attract qualified directors. . . .*

*Robert Kirk Mueller*
Behind the Boardroom Door

The Executive Committee is pivotal to the effective functioning of the board as a whole and to the support of the chairperson and the chief executive in their leadership roles.

No other standing committee has greater potential for good or harm than the Executive Committee. It is, after all, the only committee vested with broad authority or "power" held by the board itself. In contrast to other board committees, where issues are studied and courses of action are usually and appropriately *recommended* to the full board, this committee enjoys the board's sanction and the sanction of law *to act on its own* provided it does not assume powers specifically reserved in bylaws for the board itself.

A fresh way of looking at the purposes and functions of the Executive Committee is needed especially where it may have had a long history of dominance over board affairs. Bad habits like good traditions do not change easily, however.

On the subject of standing committees, J.L. Zwingle, AGB President Emeritus, concludes that the fewer there are the better. And on executive committees in particular he quotes John W. Oswald, former president of the Pennsylvania State University, who takes a strong stand against them:

> You mention an executive committee as apparently an important part of a board. This is not the case on many

boards. Indeed, many boards have run into great problems over executive committees which have essentially taken the authority over in such a way as to make the rest of the trustees either angry or disinterested. It is my judgment, having dealt with three boards, that an executive committee is a minus rather than a plus. I do recognize that for a private institution having 50–60 trustees an executive committee is necessary; but in those cases I have often wondered why the institutions didn't call the executive committee the governing board and identify the rest as a board of visitors or some other name.

The Executive Committee can undermine trustee morale by abusing its authority, as Oswald suggests, or it can significantly aid initiatives to strengthen the board's development and effectiveness. The purpose of this publication is to suggest what for many boards may be a new, or at least redefined, role for the Executive Committee. With proper constraints on its powers, both defined and principally voluntary, the committee can more fully live up to its potential.

## Committee Charge

It is for the board to decide the extent of its powers which should be delegated to the Executive Committee. This is typically accomplished in bylaws in a traditional but curious way, however; instead of clearly defining the committee's purposes and limits of its authority in a single bylaw provision, various sections specify decisions to be reserved for the board. Thus the Committee is empowered to act on *all other* matters.

"Reserved powers" for the board usually consist of the following: appointment and dismissal of the chief executive; sale or other disposition of

real estate or other assets; election of trustees and board officers; approval of the annual budget; use of the institution's credit line; conferral of degrees; review of the institution's mission or purposes; and amendment of bylaws. While these are reasonable and appropriate reservations, there may be others that should be stipulated in bylaws depending on the type of institution.

Care must be taken not to hamper the committee's capacity to act decisively, of course. It is important that the committee retain significant authority to act for the board, provided everyone understands—especially those on the Executive Committee—that such powers should be used only exceptionally, in "emergency" circumstances or for routine matters to conserve board meeting time. Situations do arise from time to time when it is not feasible to convene the board for a special meeting, or when telephone conferencing is inappropriate—for example when a delicate personnel matter must be resolved. When such situations can be anticipated, however, it is desirable for the board to ask the committee to act on its behalf as a matter of official record in its minutes.

The following illustration can be adapted for inclusion in bylaws to help clarify for everyone the committee's proper role and scope:

> The Executive Committee shall have authority to act on behalf of the Board of Trustees on all matters except for the following which shall be reserved for the Board as specified elsewhere in these bylaws: presidential selection and termination; trustee and board officer selection; Charter and Bylaw amendment; review of institutional mission and purposes; incurring corporate indebtedness; approval of the annual budget; and conferral of degrees.

The Committee's central purpose is to strengthen the Board's performance by helping it to function efficiently and effectively. Its broad powers shall be used only as necessary and appropriate on routine housekeeping business, or on emergency matters which cannot or should not be delayed until the Board's next regularly scheduled meeting or until a special meeting of the Board should be called as specified in these bylaws.

The Committee shall oversee the work of standing committees, the institution's planning process, the Board's support of the chief executive and his or her compensation. Committee minutes shall be mailed to all trustees within 30 days after its meetings and shall require formal ratification of the Board at its next meeting.

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## Committee Structure

The committee's potential to accomplish its mission and purposes as suggested in the preceding illustration is in part dependent on the board's size and the committee's membership composition. It is questionable, for example, whether boards of fifteen or fewer members should have an Executive Committee at all. Few community college boards of seven or nine members employ such a committee when they can—and should—address most matters as a "committee of the whole." Institutions drawing board members from wide geographical areas because they see themselves as being regional or national in scope have other important factors to consider in committee structure, of course, but four rules of thumb should be considered.

*First, the committee should have a membership of approximately one-third the size of the board itself.* Thus a

board of 30 filled positions could comfortably have a committee of *up to* ten members.

*Second, it should be composed of the board's officers* (typically chairperson, vice chairperson, secretary, and treasurer) and the chairpersons of standing committees. Ideally, two positions might be "at-large" where especially able trustees should be members. This helps to avoid the common lament of trustees that they are sometimes made to feel like second-class citizens because they have little or no opportunity to serve. These at-large appointments should be made by the board's nominating committee, or by the "Committee on Trustees." All officers and others on the Executive Committee should be reviewed annually to ensure a reasonable balance between the need for continuity and the need for rotation.

By concentrating board leadership in the Executive Committee in this way, the committee has the potential to serve its purpose as a mechanism to oversee institutional planning.

*Third, the board chairperson should chair the committee.* Some institutions have experimented with other arrangements, achieving mixed results at best. Some, for example, ask the board's vice chairperson to preside at Executive Committee meetings. This often results from situations where the board's chairperson cannot commit the necessary time.

The awkwardness of such a division of labor is obvious: The board's elected leader and spokesperson *must* be privy to all board and Executive Committee deliberations firsthand if he or she is to be effective in guiding the committee as an *instrument of the board*. Losing a qualified but otherwise over-committed trustee as board chairperson may be less harmful to the institution's well-being than permitting dual leadership at the top.

*Finally, the committee should not*

meet more often than the board does on an annual basis. At the risk of overstating this guideline, a committee that meets more often than the board itself may be functioning inappropriately and may be undermining what should be the board's responsibilities. There are too many situations where boards of independent institutions meet too infrequently (sometimes only two or three times annually), thus in effect abdicating their responsibility—sometimes willingly—to the Executive Committee. In the short run this works; in the long run it is a practice that is potentially harmful to the institution and to the board.

Sometimes a chief executive or the board chairperson becomes too dependent on and comfortable with Executive Committee guidance and directives. It is easier, after all, to work with a smaller group of trustees who tend to be the more seasoned veterans and, therefore, more predictable in their postures. By judiciously balancing the frequency of board and Executive Committee meetings with the institutional management calendar, the CEO and board chairperson can maintain the trustees' confidence that the board's effectiveness will be enhanced rather than hindered or circumvented.

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## Committee Responsibilities

The Executive Committee, composed in its membership as suggested earlier, has unique opportunities to influence the way the board conducts its business. Broadly speaking, the committee's agendas should consist of matters that fall into four categories:

1) Significant matters dictated by the management calendar which cannot

wait for a scheduled board meeting.

2) Those matters referred to the committee by the board for study and possible resolution.

3) Those issues generated by the committee itself, especially from on-going standing committee work or on request of the chief executive or board chairperson.

4) Routine or relatively inconsequential matters requiring pro forma action by the committee to conserve the board's time.

The committee can assist the CEO and chairperson to identify issues and plan agendas for subsequent board meetings along these lines:

**1. Ensure that the board fulfills its responsibilities.**

The committee should occasionally pause and reflect on how well the board seems to be functioning. In concert with the CEO, board chairperson, and the chair of the Nominating Committee, the members of the Executive Committee should ask these kinds of questions periodically:

- Is attendance at board and committee meetings consistently what it should be? If not, why not, and what can be done to improve participation?
- Is the committee system working as well as it should? Which committees seem to be particularly productive, and which are not?
- Are board and committee meeting agendas and supporting materials substantive and timely? Are meetings interesting and conducted effectively? Do our colleagues leave them with a sense of accomplishment?
- What can we do to promote better communication between standing committees on issues of joint concern? On what issues?
- Are adequate in-service education opportunities provided to broaden

trustee knowledge of institutional characteristics, higher education trends, and what we expect of ourselves? Is the new trustee orientation program effective?

- Is it time for a board retreat to discuss certain challenges *confronting the institution* or to discuss the board's performance through a comprehensive self-study?

Greater candor should prevail in Executive Committee meetings on such matters than would otherwise occur in larger board meetings where there may be more preoccupation with politeness. Remedies, when necessary, can be suggested to the full board, and all committee chairpersons will be reminded of their considerable responsibilities to lead their committees toward productive board service. Care should be taken, however, not to have the Executive Committee take responsibility for matters that may lie more properly within the purview of other standing committees.

**2. Serve as a sounding board for the CEO and administration.**

Consistent with the concept that the committee should serve as a mechanism to oversee institutional planning, new policy issues that have the potential for affecting the institution should be brought first to the committee by the chief executive. In this capacity the Executive Committee serves an important "gatekeeper" role and helps the CEO and administration to remain true to the dictum of "no surprises." More importantly, however, the committee serves as a safety valve where new or perhaps controversial ideas can be tested and explored before they are brought to the full board, or can be assigned to specific standing committees for further study.

The CEO's positions on key issues

can only be enhanced by routinely floating possible initiatives before the committee. Winning early, albeit tentative, support of the board's elected leaders is a necessary first step, of course, but such a practice also enables the CEO to test assumptions, consider alternatives where appropriate, or otherwise prepare a stronger case for a possible course of action. The strategy here is not necessarily to request or receive the Executive Committee's support or even endorsement of what is contemplated; rather, it is to ensure that the best possible case has been prepared prior to opening the new initiative with the full board for discussion, disposition, or resolution. However, any possible perception that the committee seems to be *a priori* deciding on courses of action on behalf of the board must be avoided.

Not *all* new policy proposals need to be brought to the Committee before they are presented to the board, of course. But considerable advantages are afforded the CEO by leaning in this direction—particularly on those matters where he or she may be uncertain or ambivalent. The committee's informal atmosphere where board officers and administrators enjoy a more intimate working relationship provides opportunities not always present in full board meetings.

**3. Serve as the board's mechanism for overseeing the institutional planning process and progress toward goals and objectives.**

There are real advantages to having standing committee chairpersons serve on the Executive Committee along with the board's officers as suggested earlier: on-going work by active committees can be brought together in a coordinated way when the committee meets; communication between and among committees is enhanced, thereby reducing the likelihood of duplicating energies; sensible divisions

of labor can be assigned while the best and most timely information is brought to bear on major policy issues.

The conventional and still appropriate wisdom is that governing boards do not do planning; rather, they insist that good planning be done by those who are best qualified to do it—the administration and faculty. But trustees and regents should participate in planning processes if they are to assume ownership of resulting goals and objectives. Board members can bring valuable expertise and insights from the larger community on many perplexing issues confronting the future of the enterprise. It is for the board to decide ultimately whether the mission or purposes of the institution should be changed by reaching for new or different mixes of student markets, or academic programs, or facilities, or community services, or research and development thrusts.

The most appropriate place for trustee participation is in the board's committee structure where elements of the planning process can be periodically shared through good staffing and crisp committee meeting agendas. Although a separate *Ad Hoc* and institutionwide planning committee made up of administrators, faculty and perhaps students also is likely to exist, the board's committee system should be useful along the way—to test working assumptions and tentative recommendations affecting finances and fund raising, academic programs and faculty affairs, student affairs, admissions, buildings and grounds, and so on.

The Executive Committee thus takes on a major coordinating function in concert with progress reports from the chief executive or other planning officers. The net result is that the board is in a better position to know how the planning process is moving along. It is up to the CEO and board chairperson to decide mutually how best to use the

committee in its monitoring and coordinating role.

Two other options to the foregoing scenario are possible: installing a separate, standing board committee to handle planning matters, or consciously deciding to limit the board's involvement to the review and approval of the final planning document once it has been completed by others. In general practice, however, neither of these alternatives has proven to be prudent in the short or long haul. In sum, the Executive Committee should be vested with the board's authority to serve as a planning committee.

**4. Monitor the chief executive's performance and morale, health, and compensation.**

Strong, effective presidential leadership can be nurtured only if it is recognized and supported by trustees, especially by those who hold leadership positions and have the most interaction with the chief executive—by members of the Executive Committee. The committee should be viewed by the board as its agent to ensure that the CEO has access to advice and counsel when it is needed. Too few CEO's are comfortable seeking help from board members when they need it on professional or personal concerns. The board chairperson should be, of course, the most accessible and the most sensitive to presidential needs. But he or she should share this essential responsibility with the committee throughout the year—not simply at the time of compensation review.

The committee can also be helpful by *informally* reviewing the president's performance. While the board or another committee may be charged with the responsibility for periodically assessing the president's office along more formal and comprehensive lines, members of the Executive Committee are in the best position to monitor the

chief executive's strengths and needs—preventing small problems from becoming larger ones. Constructive and continuing feedback benefits everyone.

Advice on personal financial planning, professional development opportunities, vacations, the needs of spouses, corporate directorship opportunities, and assistance with the social and political obligations of the office should be periodically discussed by the committee with the CEO *in executive session*. Chief executives cannot be expected to take initiatives with their boards on these and related matters; the board chairperson and the committee should do so with confidence that everyone will fully respect privileged information.

In a trusting and open relationship, the CEO and the Executive Committee on behalf of the board can do much to ensure continuity of executive leadership. The committee should expect its chairperson to bring relevant information to it with recommendations for action when necessary. Not the least of such information is comparable data on chief executive compensation from peer institutions. Board officers should take initiatives to communicate privately and informally with the CEO, not to lobby for their pet interests and peeves, but to demonstrate their sincere interest and counsel.

**5. Act on behalf of the full board in emergencies.**

This point needs no elaboration except to offer the reminder that what constitutes a genuine "emergency" is likely to differ among trustees. This is a judgment call by the CEO and board chairperson. What is important is that the committee have the authority to act for the board in most adverse situations that might arise and subsequently clear any actions taken with all trustees.

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Boards occasionally assign other functions to the Executive Committee beyond those just discussed. For example, some committees function as "personnel" or grievance committees and as "audit" committees in the absence of separate entities. Other Executive Committees assume responsibility for conducting formal, comprehensive reviews of chief executive performance. Still others formally set the agenda for subsequent board meetings, oversee new trustee orientation programs, approve faculty contracts, set tuition increases, and even approve annual budgets. Finally, rather than install *Ad Hoc* committees to study single issues for a fixed period of time, these are often assigned instead to the Executive Committee. The appropriateness of such functions should be decided by the board.

The committee should ask: Is the proposed action appropriate or is it a decision for the full board? Minutes should always be prepared and mailed to all trustees within approximately 30 days. A second set of minutes should be attached to the board's agenda along with the minutes of the board's last meeting. By doing so, everyone is reminded that the committee remains accountable to the board. The board should "ratify" the committee's minutes at the same time it approves its own.

## Conclusion

A number of other issues have not been addressed—in part because of space limitations, and in larger part because they are particularly perplexing or idiosyncratic. For example:

- To what extent are Executive Committee meetings subject to the provisions of state sunshine laws in public institutions?

- Should *all* trustees be made to feel genuinely welcome to attend committee meetings? To suggest agenda items? If so, how?
- Should there be a clear limitation on terms of committee members to avoid situations where the same individuals seem to claim ownership of their positions?
- For institutions drawing their students and trustees from wide geographical areas, how can tendencies for local trustees to dominate seats on the committee be avoided?
- Is it psychologically healthy for the Executive Committee to meet *immediately prior* to full board meetings along with other standing committees? That is, does such a practice send the wrong or unintended signals to board members who do not serve on the committee?

This list could be extended but the point is clear: *Boards* should decide how they expect their Executive Committees to conduct themselves.

Because many fewer public institution boards employ Executive Committees as compared with those of independent colleges and universities, there is an obvious leaning in this text toward the latter. Although the principal issues raised should be helpful to governing boards in both sectors, there inevitably will be differences of opinion among veteran trustees.

A highly respected friend and colleague who ably chairs the board of a nationally known liberal arts college strongly disagrees, for example, with the principle that "the committee should meet no more often than the board does on an annual basis." In reviewing an earlier draft of this publication he rejoins:

> If you mean in *addition* to meetings held at the time of entire board meet-

ings—that's different and should be clarified. If not, I'm flabbergasted. Although you denigrate a board schedule of "sometimes only two or three times annually" as being too infrequent, I would agree that two times is not adequate but many very healthy institutions get along with three meetings, or at most four, annually. This assumes that the Executive Committee functions properly, that board members are kept well-informed during the interim, that issue papers for board action are well-structured and offered with plenty of time to discuss and attend to the business at hand—all the marks of a well-functioning board apparatus. The Executive Committee makes this possible. And, by the way, if you want 80 percent-plus attendance at all meetings of a nationally constituted board you hold down the number of meetings—I don't care how dedicated the trustees are! The Executive Committee holds the fort in the interim.

This reinforces the obvious point that trustees are at the same time the beneficiaries and victims of their prior experience. The purpose of this publication will have been served if it encourages trustee objectivity. The best advice, however, still comes from that unknown saint who said: "If it ain't broke, don't fix it."

## Resources


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# *AGB Standing Committee Series*

This is the sixth in a series of publications on key standing committees of the board of trustees. These concise, pocket-size publications are designed to provide important information on committee issues and operations for every member of the board. The titles are:

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Richard P. Chait and Barbara E. Taylor

**Development Committee**
William Kinnison

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